

**County of Loudoun
Department of Planning**

MEMORANDUM

DATE: November 21, 2008

TO: Loudoun County Planning Commission

FROM: Van Armstrong, Project Manager

SUBJECT: November 24, 2008 Planning Commission Worksession - ZCPA 2008-0001, ZCPA 2008-0002, SPEX 2008-0028, BROADLANDS REGIONAL MEDICAL CENTER

Background

On November 13, 2008 the Planning Commission held a work session to further discuss the BRMC applications. Topics for this discussion included:

- Review of population statistics that had been revised by the applicant in consultation with the County's staff demographer;
- Review of vehicle trip distribution around the proposed facility and with a specific example adjusting the trip distributions on the Dulles Greenway;
- Discussion of the options for roadway improvements for Route 659 and/or Claiborne Parkway connection to Loudoun County Parkway;
- Requests for proffers or special exception conditions regarding construction hours of operation, a development link with the proposed HCA emergency department on Route 50, and reorganizing some contributions in the proffer statements.

There were no agreed upon changes to the application proposal with respect to the population statistics, the vehicle trip distribution and Claiborne Parkway improvement discussions. The Planning Commission also requested some additional information:

- Height of the Schools Administration building – The height of this office building is 83 feet.
- Size of Inova Loudoun hospital facility – The Inova hospital is presently approved for 161 beds, 545,452 square feet and is on about 50 acres. Further development is proposed and a pending request for site expansion to include a 0.6 Floor Area Ratio has been submitted, but not yet accepted for processing (ZCPA 2008-0007).
- Submission of Wetland permits – The applicant has submitted the wetlands permits from the U.S. Army Corp of Engineers and Virginia Department of Environmental Quality to staff as of November 21, 2008.

- What are the possible facility expansions and services proposed beyond this application request? The applicant offers to summarize this information at the work session meeting.

On November 20, 2008 the Planning Commission and Board of Supervisors held a public hearing on these applications. There were over 100 members from the public to speak at the hearing (and over 60 individuals' comments were separately recorded – tapes included in PC packet) where opposition to and support for the applications were approximately split. There were also two petitions submitted in opposition to the applications.

Topics of concern from the public included:

1. Traffic increases, neighborhood cut-through traffic
2. Noise and visual impact
3. Helipad request potential
4. Hospital as catalyst for greater medical office development
5. Continuous hours of operation of hospital
6. Significant change to community character
7. Residences existed before hospital proposal
8. Location inappropriate – place along Route 50
9. Limit future tertiary care opportunities
10. Accuracy of volumes and distribution of traffic
11. Emergency access not approved
12. Nursing shortage in area
13. Hospital vacancy rates cannot support a second facility nearby
14. Emergency service travel times from southwest County area

The Planning Commission and Board of Supervisors at the hearing chose to reserve any questions on the applications for future work sessions. The Planning Commission voted 9-0 to forward the applications to a work session for further discussion. The Board of Supervisors then voted 8-1 (Delgaudio opposed) to forward the applications to a January 14, 2008 Board committee of the whole, subject to a recommendation from the Planning Commission.

Topics recommended for discussion for November 24

1. The applicant has submitted revisions attached for the proffers and special exception conditions responding to Planning Commission comments. In addition, the applicant is now fully committing to LEED certification for the project and is offering a commitment to construction of the proposed emergency department facility on Route 50.

2. The County Attorney's Office has provided suggested edits at this time on the November 5, 2008 Proffer Statement of ZCPA 2008-0001. Some of these comments may have been addressed in the revised November 21, 2008 proffers. However, staff and the applicant will coordinate to address these comments and future comments as they are received.

3. Staff also is available to discuss the differences between a ZMAP, ZCPA, and SPEX land development applications as defined in the Revised 1993 Zoning Ordinance.

Recommendation

Staff recommends review and discussion of the submitted applicant materials. Staff continues to support approval of the application, subject to finalization of the proffer statements and special exception conditions of approval. Draft Findings for Approval are included for consideration by the Planning Commission.

Suggested Motions

1. I move that the Planning Commission forward ZCPA 2008-0001, ZCPA 2008-0002, SPEX 2008-0028, Broadlands Regional Medical Center, to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statements dated November 21, 2008, the Special Exception Conditions of Approval dated November 21, 2008, and with the attached Findings for Approval.

OR,

2. I move an alternate motion.

Attachments

1. Findings for Approval
2. County Attorney comments received November 21, 2008
3. Revised Conditions of Approval dated November 21, 2008
4. Revised Proffer Statements with Zoning Modifications dated November 21, 2008

SPEX 2008-0028, ZCPA 2008-0001, ZCPA 2008-0002 Broadlands Regional Medical Center

Findings for Approval

1. Amendments to the Concept Development Plans for Fallen Willow Farm and Broadlands Office Park are consistent with the land use policies of the Revised General Plan allowing for institutional and office uses along the Dulles Greenway corridor.
2. The proposed hospital and outpatient medical care facility special exception uses are consistent with the land use policies of the Revised General Plan, which allows for institutional uses to be included in and complement Regional Office Communities.
3. The Broadlands Regional Medical Center is consistent with the Countywide Health Care Facilities policies of the Revised General Plan when considering appropriate access to health care services for residents of all parts of Loudoun County.
4. The Broadlands Regional Medical Center provides appropriate landscape buffers supplementing tree save areas that substantially screen the hospital facility from existing and planned residential dwellings across Broadlands Boulevard and Route 659.
5. The development proposal is consistent with policies of the Revised Countywide Transportation Plan supporting the planned transportation network in the vicinity. The applications include proffers for a significant transportation improvement that assures completion of a 4 lane Route 659 connecting the Dulles Greenway south to the Brambleton community thereby improving access to Route 50.
6. The development proposal mitigates the impact of vehicle trips generated from the proposed special exception uses on the existing and planned road network.
7. The proposed development, with the approval of the requested zoning ordinance modifications that unify the project, conforms to the requirements of the Revised 1993 Zoning Ordinance.

Attachment 1

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**PROFFER STATEMENT
BROADLANDS SECTIONS 100/102
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0001**

April 2, 2008
Revised August 6, 2008
Revised September 4, 2008
Revised October 7, 2008
Revised October 24, 2008
Revised November 5, 2008

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Loudoun County Zoning Ordinance. Women's Hospital Indianapolis, L.P., a Delaware limited partnership, is the owner (the "Owner") of Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), a portion of which, as shown on Exhibit B attached hereto, is subject to this Zoning Concept Plan Amendment 2008-0001 (the "Property"). The Owner, by Women's Hospital Indianapolis GP, Inc., a Delaware corporation and its General Partner, and Northern Virginia Community Hospital, L.L.C., a Virginia limited liability company and the applicant (the "Applicant") for ZCPA 2008-0001, on behalf of themselves and their successors in interest (the Owner and the Applicant hereinafter jointly referred to as the "Developer") hereby voluntarily proffer that the Property shall be developed in substantial conformance with the proffers set forth below. Exhibits referenced are attached hereto and hereby incorporated by reference.

All proffers made herein are contingent upon the approval of ZCPA 2008-0001. These proffers, if accepted, amend only those previously approved proffers referenced below and only for those portions of Broadlands subject to this ZCPA 2008-0001; the remainder of the previously approved Proffer Statement, Broadlands and Broadlands South, ZCPA 1994-0005 and ZMAP 1995-0003, dated July 20, 1995, and the approved First Amendment to Proffer Statement, Broadlands and Broadlands South, ZCPA 1997-0004, dated January 4, 1999, and the Letter of Clarification, Broadlands and Broadlands South, dated January 14, 1999, shall remain in full force and effect, except to the extent modified herein.

BROADLANDS

I. LAND USE CONCEPT PLAN

1. The Property shall be developed in substantial conformance with these proffers, the Zoning Ordinance Modifications ("Modifications") attached hereto as Exhibit A, and the Zoning Concept Plan Amendment plat ZCPA 2008-0001 prepared by Urban Ltd., dated March 2008, revised through ~~October 22, November 5, 2008~~, attached hereto as Exhibit B (the "concept Development Plan"). The previously approved Zoning Modification (Exhibit D to ZCPA 1997-0004) requiring a 50-foot buffer yard (Figure 1) adjacent to single family or agricultural-

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residential districts shall not apply to that portion of the Property that abuts the former Fallen Willow Farm property that comprises the balance of the acreage comprising Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), since the former Fallen Willow Farm property subsequently has been rezoned from residential uses to PD-OP, eliminating the need for a buffer along its boundary.

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A. Proposed Uses. Uses permitted on the Property shall include all Permitted Uses in the PD-OP district and, upon separate approved application, all Special Exception uses in the PD-OP district.

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B. Integration with Fallen Willow Farm. The Property subject to this ZCPA 2008-0001 is part of a concurrent special exception application, SPEX 2008-0028, filed by the Developer to permit the establishment of a hospital and associated medical care facilities (outpatient only) on a single lot of approximately 57.7343 acres of land ("Medical Campus") that includes the Property and portions of the adjacent Fallen Willow Farm property, which also is subject to a companion Zoning Concept Plan Amendment, ZCPA 2008-0002. The Medical Campus proposed in SPEX 2008-0028 includes special exception uses that are to be developed in conjunction with by right uses under a unified plan of development, subject to the Modifications listed in Exhibit A attached hereto. Accordingly, the Developer hereby agrees as follows:

i. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Property shall be developed in substantial conformance with SPEX 2008-0028 (as the same may be amended from time to time); provided, however, that the Developer shall be permitted to establish additional permitted PD-OP uses and structures on the Property, in addition to those uses and structures identified on SPEX 2008-0028, without a requirement to amend this ZCPA 2008-0001 or SPEX 2008-0028. Further, the Developer shall combine the maximum permitted Gross Floor Area for the Property subject to this ZCPA 2008-0001 with the maximum permitted Gross Floor Area on the property subject to ZCPA 2008-0002, provided the total floor area ratio ("FAR") for the Medical Campus shall not exceed 0.40 FAR.

ii. In the event (i) companion applications ZCPA 2008-0002 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Property shall be designed and developed in accordance with applicable zoning ordinance regulations and standards, subject to the attached Modifications and these proffers.

C. Private Streets. Access to and from the Property shall be via Broadlands Boulevard and via private streets within the Broadlands commercial land bays of Sections 100 and 102. Internal private streets established on the Property shall be designed in compliance with Facilities Standards Manual requirements and may be connected with other internal private streets serving Broadlands Sections 100/102 and the land area subject to ZMAP 1999-0009 and ZCPA 2008-0002 to provide primary and secondary access to Broadlands Boulevard from the Property. Such internal private streets providing access to Broadlands Boulevard from the

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Property shall be constructed or bonded for construction prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first.

D. Parking. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Developer shall provide parking for the Medical Campus as follows:

i. In satisfaction of the parking requirements for the hospital and first medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 1," the Developer shall include on the site plan for such buildings and construct the structured parking facility labeled "Parking Deck (2 levels)" on the south side of the hospital Main Entrance, all as shown on the special exception plat approved with SPEX 2008-0028 (the "SPEX Plat").

ii. In satisfaction of the parking requirements for the medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 2," the Developer shall include on the site plan for such building and construct the structured parking facility labeled "Proposed Parking Structure Phase 2" to be located on the east side of the property, all as shown on the special exception plat approved with SPEX 2008-0028. The Proposed Parking Structure Phase 2 shall be constructed prior to issuance of the first occupancy permit for the Medical Office/Outpatient Medical Care Facility Bldg. Phase 2.

E. Community Uses. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then, concurrent with the initial site plan approval for the proposed hospital use, the Developer shall execute and record in the land records in the Circuit Court Clerk's office an easement agreement or equivalent restriction benefiting the Broadlands Homeowner Association (the "HOA") and creating in the HOA an enforceable legal right to assure that no structures or buildings that may be considered "gross floor area" (as defined in the Revised 1993 Zoning Ordinance) shall be constructed on the approximately 3.8676 acre portion of the Property, identified as MCP1: 154-19-9491-000 on the SPEX Plat and located north of Broadlands Boulevard and east of the existing private roadway known as Education Court. As part of the easement agreement described in this Proffer I.E., the HOA shall be granted the right to establish on such parcel, subject to the Developer's review and approval, reasonable community-oriented uses (such as a park or similar active or passive recreation facilities) and/or to install supplemental landscaping; provided, however, that such easement agreement or restriction also shall provide that (a) the Developer shall retain the right to include the gross floor area available to the 3.8676 acre portion of the Property as part of the proposed Medical Campus in its computation of the total FAR permitted to be constructed on the balance of the Property, and (b) the Developer may require, as a condition to establishing any such community-oriented uses on the parcel, that the HOA add the Developer and/or the owner of the Property as an additional named insured on the HOA's comprehensive general liability policy with respect to events occurring on such portion of the Property. The Developer shall, prior to the approval of the first site plan for the Property, contribute to the HOA (or, at the request of the HOA, provide services

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equivalent to) \$30,000.00 toward such community use or landscaping as the HOA may determine. The amount of the contribution to the Broadlands Homeowners Association shall escalate annually from the base year of 2008 and change effective each January 1st thereafter, based on the Consumer Price Index for all urban consumers (CPI-U)....

F. Emergency Access Road. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, the Developer shall construct, if approved by the Virginia Department of Transportation ("VDOT"), a private vehicular connection from the Property onto Virginia State Route 659/Belmont Ridge Road ("Route 659") generally in the location shown on the Concept Development Plan ("Emergency Access Road"). The exact location and dimension of the Emergency Access Road shall be in substantial conformance with SPEX 2008-0028, and its use shall be restricted to emergency vehicles only and only for the purpose of ingress and/or egress to and from the emergency department and related facilities of any hospital or similar emergency care facility, whether inpatient or outpatient, constructed as part of the Medical Campus. As part of site plan approval for the Emergency Access Road, the Developer shall grant and convey to the County, at no cost to the County, ingress/egress easements in form as approved by the County Attorney to permit emergency vehicles to access the Property for the purposes set forth herein. In the event the Developer elects not to develop the Medical Campus pursuant to SPEX 2008-0028, then the Emergency Access Road shall not be established. Once the Medical Campus and the Emergency Access Road have been established pursuant to SPEX 2008-0028 and this proffer, should the Developer (or its successors) later fail to maintain an emergency department or related facilities on the Property for a period exceeding two (2) continuous years, then use of the Emergency Access Road shall be discontinued and shall be re-established only upon appropriate amendment to this proffer.

G. Affordable Housing Trust Fund. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute \$100,000 to the County's affordable housing trust fund to be used for purposes consistent with the mission of the fund.

H. Security Fund. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute \$10,000 to the HOA to provide funds which may be used by the HOA to retain the services of a private security firm to supplement the services of the Loudoun County Sheriff's Department in Broadlands and Broadlands South. Annually thereafter on January 1 each year for an additional nine (9) successive years (for a total ten (10) contributions), the Developer shall contribute \$10,000 to the HOA for such purpose, after which the Developer shall be relieved of the obligation to make such payments. All payments made pursuant to this proffer I.I.H shall be deemed as also having been paid pursuant to proffer III.14 of ZCPA 2008-0002, it being intended that the combined total of the "Security Fund" contributions required to be paid each year pursuant to the proffers of ZCPA 2008-0001 and ZCPA 2008-0002 shall be \$10,000.

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I. Health Education Classes. In an effort to improve the health and welfare of residents of Broadlands and Broadlands South, the Developer shall conduct at least four (4) medical/health education classes each calendar year in the Broadlands community as part of the Developer's community outreach efforts. Such classes shall be free to residents of Broadlands and Broadlands South and shall be held on the Property or at another location within the Broadlands community. The first class shall occur no later than one (1) year following the opening of the Medical Campus pursuant to SPEX 2008-0028. For the first two (2) years that the Developer conducts such classes, the Developer shall deliver copies of the invitation for each class to the Loudoun County Zoning Administrator to evidence compliance with this proffer. Thereafter, such invitations shall be made available to the County upon request. All such classes conducted pursuant to this proffer I.1.1 shall be deemed as also having been conducted pursuant to proffer III.14(A) ??? of ZCPA 2008-0002, it being intended that the combined total of classes required to be conducted each year pursuant to the proffers of ZCPA 2008-0001 and ZCPA 2008-0002 shall be four (4).

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V. TRANSPORTATION

D. Transportation Improvement Fund

49. Construction of Improvements to Route 659.

a. In accordance with Section V.A. herein, in the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Developer shall construct, in accordance with VDOT standards, one-half of a four-lane, divided section of southbound Route 659 south of the Property between Broadlands Boulevard and the location at the northern end of the Brambleton development at which Route 659 is relocated through (and constructed by) the Brambleton community (also known as Northstar Boulevard), including, if warranted and approved by VDOT, a traffic signal with four-sided pedestrian countdown signals at the intersection of Tuoro Parish Drive and Route 659. A similar proffer under which the Developer is to construct one-half of a four-lane divided section of northbound Route 659 from the beginning point of Route 659 relocated (Northstar Boulevard) to the intersection of Route 659 with Broadlands Boulevard is included in the proffers for ZCPA 2008-0002. The intent of the Developer, subject to approval of this ZCPA 2008-0001 and ZCPA 2008-0002, is to construct a four-lane, divided section of Route 659 between Broadlands Boulevard and the beginning of Route 659 relocated (Northstar Boulevard) south of the Property. The improvements to Route 659 shall be constructed prior to the issuance of the first occupancy permit or its equivalent for the first building constructed on the Property. The Developer estimates the cost of constructing these improvements (northbound and southbound) is approximately \$11 million - \$15 million. The Developer shall be reimbursed from the Route 659 Transportation Improvement Fund for all costs associated with constructing the improvements to Route 659 set forth in this proffer to the extent such funds currently exist in the Route 659 Transportation Improvement Fund or that may be deposited into the fund in the future by the County and/or other developments pursuant to the following zoning applications, as the same may be amended from time to time: ZMAP 2002-0009, Goose Creek Preserve; ZMAP 2002-0012, Corro Property; ZMAP 2004-0006, Rouse Property; ZMAP 2004-0013, Alexanders Chase; SPEX 2001-0029, Broadlands Clydes Restaurant; ZMAP 1995-0003, ZCPA 1994-0005,

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ZCPA 1997-0004, Broadlands Sections 100 and 102; ZMAP 1999-0009 Fallen Willow Farm; ZCPA 2008-0002, ~~Fallen Willow Farms~~ 001, Broadlands Sections 100 and 102; SPEX 2008-0028, Broadlands Regional Medical Center. Further, the Developer may request reimbursement of the cost to construct the improvements to Route 659 set forth in this proffer from funds proffered and collected, or that may be proffered and collected in the future, by other developments for these improvements ~~or to improvements to Route 659 generally~~. The Developer acknowledges and agrees that the County has no obligation to request additional proffers or contributions for improvements to Route 659 beyond those already proffered and listed above.

b. In the event (i) companion applications ZCPA 2008-0002 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Developer or its successors or assigns shall contribute to the Route 659 Transportation Improvement Fund the amount of \$0.55 for each square foot of permitted space in all office and commercial development at such time as zoning permits are issued for each building of the office or commercial development. Pursuant to Proffer 33 herein, the base year for the dollar figure expressed within this Proffer 49 (b) shall be 1993, with adjustments made each January 1 thereafter based on the CCI.

These proffers shall be binding on the heirs, executors, administrators, assigns, and successors in interest of the Developer. The undersigned hereby warrants that all of the owners of legal interest in the Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions, and that the proffers are entered into voluntarily.

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WOMEN'S HOSPITAL INDIANAPOLIS, L.P.,
a Delaware general partnership

By: Women's Hospital Indianapolis GP, Inc.,
its General Partner

By: _____ (SEAL)

Name: _____

Title: _____

COMMONWEALTH OF VIRGINIA
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that _____ as _____ of Women's Hospital Indianapolis GP, Inc., a Delaware corporation, the General Partner of Women's Hospital Indianapolis, L.P., a Delaware general partnership, whose name is signed to the foregoing instrument, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2008.

Notary Public

My commission expires: _____

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NORTHERN VIRGINIA COMMUNITY
HOSPITAL, L.L.C.
a Virginia limited liability company

By: _____ (SEAL)

Name: _____

Title: _____

STATE OF: _____
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that
_____ as _____ of Northern Virginia
Community Hospital, L.L.C., whose name is signed to the foregoing instrument, appeared before
me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2008.

Notary Public

My commission expires: _____

EXHIBIT A

BROADLANDS SECTIONS 100/102
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0001

ZONING ORDINANCE MODIFICATION REQUEST

I. Revised 1993 Zoning Ordinance Modifications

A. Modify Section 4-306(A) Lot Coverage. Section 4-306(A) of the Revised 1993 Zoning Ordinance permits a maximum lot coverage of 0.40. *Accordingly, the Developer requests a modification of Section 4-306(A) to permit the lot coverage for the Property to be measured based on the overall lot coverage of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries separating the PDH (PD-OP) and PD-OP zoning districts, provided the overall lot coverage for the larger, 57.7343-acre parcel does not exceed a ratio of 0.40.*

Justification: Because the Property is now part of a single, subdivided 57.7343-acre lot, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development. Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Fallen Willow Farm. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the land coverage be measured based on the larger parcel's lot lines. Otherwise, it will be difficult to achieve the integrated and concentrated design envisioned by the existing Broadlands and Fallen Willow Farm proffers.

Accordingly, the Developer requests that Section 4-306(A) be modified to permit calculation of lot coverage based on the lot lines of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries, which are effectively obsolete due to the consolidation of parcels. The Developer contends that this modification will permit a more integrated and compatible design of the Property for all concerned and represents an improvement on the existing regulations. Otherwise, the lot coverage calculations, by design and implementation, would result in a more sprawling campus environment.

B. Modify Sections 4-109(E) and 4-306(B) Building Height. Section 4-109(E) states that the maximum height at the boundaries of a PD-H district may not exceed 45 feet. Section 4-

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306(B) states that the maximum building height in a PD-OP district is 45 feet, including the requirement for accessory structures to comply with the 45-foot maximum building height. *The Developer proposes to modify Sections 4-109(E) and 4-306(B) to permit measurement of the maximum height from the exterior lot lines of which the Property is a part, rather than the zoning district boundaries separating the PD-H (PD-OP) and PD-OP zoning districts of the Property. Per Section 4-305(B) governing minimum yard widths for buildings taller than 45 feet, the Developer will comply with the appropriate yard requirements.*

Justification: The maximum building height is normally measured from the zoning district boundaries of a property, which are usually the same as the exterior lot lines. The intent of this section is to ensure buildings are set back an appropriate distance so as not to adversely affect the adjacent and neighboring uses. Height limitations, therefore, are most appropriately measured from the exterior lot lines, rather than interior zoning district lines.

The Property subject to ZCPA 2008-0001 has been consolidated with the former Fallen Willow Farm (ZCPA 2008-0002) into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Fallen Willow Farm tract. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel militates that the maximum building height be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

The Developer's proposed modification would permit the hospital and associated buildings, proposed under SPEX 2008-0028, or any other integrated development, to develop up to a maximum height of 100' under the Revised 1993 Zoning Ordinance. Measuring the building height from the peripheral lot lines, rather than the zoning district lines internal to the site, satisfies the public purpose and the intent of the Ordinance to limit building heights in the PDH District adjacent to incompatible uses.

The Developer will comply with the larger yard requirements set forth in the Revised 1993 Zoning Ordinance. Combined with the substantial amount of landscaping and berming, the

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increased minimum yard requirements sufficiently mitigate the 100-foot height of the proposed hospital building.

C. Modify Section 4-110(B) Access to Public Streets. Section 4-110(B) states that "[a]ll arterial and collector streets serving a PD-H District, and all streets of any size serving residential (except townhouse and multifamily), commercial, office, institutional and industrial uses within a PD-H district, shall be designed and constructed to VDOT standards for inclusion in the state highway system." *The Developer proposes to modify Section 4-110(B) to permit secondary access to the Property from Education Court, a private street serving multiple parcels in the commercial land bays 100, 102 and 104 of Broadlands and Fallen Willow Farm (ZCPA 2008-0002.*

Justification: Principal access to the Property will be from Broadlands Boulevard, a four-lane-divided public roadway connecting Route 659 with the Ashburn Farm community east of Broadlands. Thus, access to the subject Property complies with the Zoning Ordinance's requirements that the street serving the zoning district be designed and constructed to VDOT standards for acceptance into the state system for maintenance.

As part of its unified development with the Fallen Willow Farm area, however, the Developer also proposes to construct a secondary access point to the Property via Education Court, an existing, four-lane-undivided roadway that serves as an internal connector among three separate developments within the Broadlands commercial land bay, including the Loudoun County Public Schools' Administration Building. Education Court was designed and constructed in general conformance with County's FSM standards, but remains a private street. By providing this secondary access point, the Developer will ensure that vehicle trips generated by the proposed development are better distributed across the Property and surrounding roads, which has the benefit of reducing potential congestion were all of the vehicle trips concentrated at a single point of access to a public street.

Moreover, because Education Court is owned and maintained by the Broadlands Commercial Owners Association, the Developer, alone, does not control its use and cannot dictate that the road be transferred to the state system for maintenance. Thus, absent the requested modification, no development of the subject Property can be achieved.

D. Modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) Regarding Buffer Along Route 659. Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) require the use of a Type 3 buffer along Route 659 to screen nonresidential development adjacent to residential land bays and arterial roads. *The Developer proposes to modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) to substitute the buffer proffered as part of ZCPA 1997-0004 in lieu of the Type 3 buffer required along Route 659/Belmont Ridge Road. The proffered buffer may be achieved using existing vegetation supplemented with new plantings.*

Justification: As part of the Property's rezoning to PD-H, the Board of Supervisors approved a zoning modification to substitute a specific landscape buffer in lieu of the 150-foot-wide open space requirement along the perimeter of a PD-H district. A similar proffered buffer was approved by the Board as part of it approval of ZMAP 1999-0009 for the adjacent Fallen Willow

Farm development. The modified buffer approved with ZCPA 1997-0004 applicable to the Property is attached as Exhibit C to these Proffers.

In June 2008, the 1972 Zoning Ordinance, under which the Property was rezoned and the modified buffer was approved, expired. Moreover, in 2007 the Board of Supervisors approved a series of zoning ordinance amendments to the Revised 1993 Zoning Ordinance that, among other things, modified the type of buffer required along the Property's frontage on Route 659 and also modified the planting schedule for such buffer. The new Type 3 buffer requires three canopy trees, three understory trees and 20 shrubs within a maximum 30-foot-wide planting area.

In contrast, the proffered buffer approved with ZCPA 1997-0004 requires three large deciduous trees, two smaller flowering trees, 12 eastern redcedars, and ten large shrubs planted within a 50-foot-wide planting area. By introducing a substantial number of redcedars, the proffered buffer results in a more effective screen of the Property than would the new Type 3 buffer. It also ensures that the screening provided on the Property matches that approved for and used elsewhere in Broadlands, ensuring a consistent "look" throughout the community.

The Developer contends that the use of the proffered buffer exceeds the benefits offered by the Type 3 buffer and improves the screening of the Property's development. By incorporating existing vegetation to create the buffer, the Developer also will reduce the need for clearing along the Property's edges and promote healthy reforestation.

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DRAFT SPECIAL EXCEPTION CONDITIONS OF APPROVAL

November 5, 21, 2008

1. **Substantial conformance** - Development of the subject property with special exception uses for a hospital and medical care facilities (outpatient only) shall substantially conform to the special exception plat, SPEX 2008-0028 Sheets 1-7, dated March 2008, revised through October 22, 2008, prepared by Urban Ltd. Approval of this application does not relieve the Applicant of complying with applicable provisions of any Zoning Ordinance, Codified Ordinance, or any other requirement.
2. **Stormwater management** - The Applicant shall install at least two enhanced extended-detention basins or similar facilities in the eastern portion of the Property in the general location(s) shown on the special exception plat. The facilities shall be designed to control stormwater runoff from at least the one-year, 24-hour storm and be selected from one of the facilities listed in Table 2-3 of the Virginia Storm Water Management Handbook, First Edition, 1999, as achieving at least 50% efficiency in the removal of phosphorous. When designing the detention facility to be located in the northeast portion of the Property, the Applicant shall make reasonable efforts, but shall not be required, to retain two specimen trees (known as Trees 3 & 4) located in the general area of the proposed stormwater management facility while still meeting the stormwater management requirements of this condition. As part of its initial site plan submission for the Property, the Applicant shall document the impacts of the enhanced extended-detention basin on specimen trees 3 & 4 and whether the impacts permit the retention of such trees. If the Applicant's analysis concludes that the specimen trees can be saved, then the Applicant shall retain such trees as part of its development of the property.
3. **Multi-use trail** - Prior to the issuance of the first occupancy permit for the Property, the Applicant shall install (if not already existing) an 8-foot wide multi-use trail, either within the public right-of-way or within a public access easement of up to 14 feet, on the subject property along Broadlands Boulevard as shown on the special exception plat. In the event the trail cannot be accommodated on the subject property, as determined jointly by the Applicant and the County, for such purposes and at such dimensions, then the applicant shall meet the minimum requirements for a multi-purpose trail as contained in the Facilities Standards Manual. Maintenance of the trail shall be the responsibility of the applicant or Virginia Department of Transportation (if placed within the public street right-of-way).
4. **Bus shelters** - The Applicant shall prepare and install (a) a bus shelter (including a base slab and a pedestrian walkway to the curb, if necessary) along the frontage of Broadlands Boulevard at a location and of a design to be determined in coordination with the Office of Transportation Services (OTS), and (b) a bus

shelter on the property proximate to the main entrance door to the proposed hospital use, with the design and location of both bus shelters included as part of site plan approval for the first building constructed on the property. Actual construction and installation of the base slabs, shelters and related facilities shall be completed within 90 days following written notice from OTS that public bus service to the property is available; provided, however, that the applicant shall have thirty (30) days from the date of receipt of such notice to request in writing, that the County, at its option, accept a contribution of \$40,000 (\$20,000 for each shelter) in lieu of construction for the completion of the bus shelters by the County or its designee. Should the County accept such contribution, then the applicant shall be relieved of the obligation to construct the bus shelters, but nevertheless shall provide all necessary temporary access and construction easements for County egress and public access easements to permit the bus service to enter the property. The amount of the bus shelter contribution in lieu of construction shall escalate annually from the base year of 2008 and change effective each January 1st thereafter, based on the Consumer Price Index (CPI).

5. **Bus transit marketing** – At such time as public bus transit service to the Property becomes operational (i.e., as a destination location for employees/patients/visitors), as evidenced by written communications from the OTS confirming such service, the Applicant shall make display space available within the hospital's main lobby for the distribution of transit media produced by Loudoun County or others concerning transit services available to hospital employees and visitors.

6. **Emergency vehicle access** - The vehicular entrance from the property onto Belmont Ridge Road (Route 659) as shown on the special exception plat shall be restricted to emergency vehicles only and only for the primary purpose of ingress and/or egress to and from the emergency department and related facilities of any hospital or similar emergency care facility, whether inpatient or outpatient, constructed as part of the Medical Campus. The exact location and dimension of the Emergency Access Road shall be determined as part of site plan approval for the hospital and shall be in substantial conformance with the special exception plat.

7. **Local traffic calming** - Prior to approval of the initial site plan for the hospital, the Applicant shall contribute \$200,000 to the County to be held in an interest-bearing account administered by the County and used by the Applicant to install traffic calming features to mitigate potential cut-through traffic within the Broadlands community that may result from the establishment of the hospital and related uses. Following the issuance of an occupancy permit(s) or its equivalent resulting in the establishment of special exception uses totaling more than 350,000 square feet on the property, the County may request, in writing, that the Applicant conduct a traffic analysis in a form acceptable to the County that assesses the distribution of vehicle trips to/from the property, including an analysis of vehicle trips on or over local streets in Broadlands. If the County

does not request such an analysis within three (3) years following the issuance of the relevant occupancy permit, then the Applicant shall be relieved of the requirement to complete an analysis of cut-through traffic in Broadlands, and the County may apply the funds in the account toward other area roadway improvements within three (3) miles of the property. The amount of the traffic calming contribution shall escalate annually from the base year of 2008 and change effective each January 1st thereafter, based on the Consumer Price Index (CPI).

In the event the County requests an analysis of cut-through traffic and, upon review, determines that traffic calming measures are warranted, then, subject to VDOT approval, the Applicant shall use the account funds then-held by the County to prepare construction plans and install local street traffic calming features to minimize cut-through traffic in Broadlands. In such case, the Applicant also shall develop and implement, in consultation with OTS, initiatives designed to encourage hospital employees, guests and visitors to use the Dulles Greenway, arterial and collector roads serving the property and public transit (if available) as the principal means of access to the hospital. Such initiatives may include, but need not be limited to, (a) a targeted marketing program for hospital employees and guests that offers the Dulles Greenway as the preferred route of access; (b) distribution of vouchers or other incentives to hospital employees to promote use of the Dulles Greenway; and (c) coordination/assistance with vanpool and carpool formation programs, including ride matching services, with adjacent office/residential buildings and homeowners associations and established guaranteed ride home programs.

Should the County request the Applicant complete an analysis of cut-through traffic and later determine that no traffic-calming measures are warranted, then the County may apply the funds in the account toward other area roadway improvements within three (3) miles of the property.

8. **Construction traffic access via Route 659.** Prior to approval of the initial site plan for the property, the Applicant, in consultation with OTS as evidenced by written documentation of the same, shall coordinate with VDOT to determine if VDOT would permit construction traffic for the hospital to access the property directly from Route 659. In the event VDOT confirms in writing that direct access from Route 659 for hospital construction traffic would be permitted, then the Applicant, in accordance with VDOT policy, shall direct its contractors and subcontractors to use such entrance as a principal means of access to the property during construction. The Applicant also shall instruct its contractors and subcontractors in writing that hospital construction vehicles are not permitted on Glebe View Drive or Chickacoan Trail. This condition does not preclude the Applicant's use of Broadlands Boulevard and Education Court as alternate or additional means of access for construction vehicles.

9. **Employee access.** The Applicant periodically shall instruct its employees and contractors in writing that primary access to the hospital shall be via Broadlands Boulevard and Education Court, and that employees and contractors should not use Glebe View Drive or Chickacoan Trail as alternatives to either Route 659 or Claiborne Parkway. For the first two (2) years of the hospital's operation, the Applicant shall provide copies of such instructions to the Zoning Administrator, with a copy to the Dulles District Supervisor's office, concurrent with the~~its~~ distribution to hospital employees and contractors, and thereafter shall make such instructions available to the ~~supervisor's office~~Zoning Administrator upon request.

10. **Window treatment** - The hospital and medical office building windows shall be tinted or treated (either internally or externally) in order to (a) reduce the amount of interior building light that may be visible from the exterior of the buildings and (b) minimize penetration of ultraviolet rays for energy efficiency purposes. Information concerning the type of window treatment to be used shall be included on the initial building permit application for the hospital and each medical office building to demonstrate compliance with this condition.

11. **Exterior lighting** – Lighting on the subject property shall be designed and constructed as follows to preclude light trespass onto adjoining properties, glare to passersby, sky glow, and deterioration of the nighttime environment:

- a. For all lighting placed on the exterior of the hospital building, including security lighting, there shall be a maximum average illumination over the exterior of the building of five (5) foot-candles.
- b. For all exterior lighting beyond the hospital building, illumination levels shall be no greater than necessary for a light's intended purpose per the IESNA (Illuminating Engineering Society of North America) recommended maintained luminance.
- c. Energy efficient lighting that meets or exceeds the outdoor lighting energy allowance of ASHRAE 90.1-2004 or IECC-2006 shall be used where feasible for all non-emergency exterior lighting.
- d. Spillover light onto adjacent properties shall not exceed 0.25 foot candles above the background light levels measured at the property lines.

12. **Architectural treatment of garages** - As part of the design of the above-grade portions of parking structures constructed on the property, the Applicant shall incorporate architectural features or façade elements that help break up the mass and bulk of the parking structures, as well as provide a pedestrian sense of scale. The Applicant shall be permitted to vary the façade treatments among each of the parking structures to match the architectural style of the building(s) each serves, provided that the character and quality of treatments are comparable across the property. Evidence of the Applicant's compliance with this condition shall be submitted as part of the building permit application for each parking structure to which this condition applies.

13. **Broadlands Boulevard north landscaping** - The Applicant shall install the equivalent of a Type III Front Yard Buffer along the Property's frontage on Broadlands Boulevard in accordance with Section 4-110(J) of the Revised 1993 Zoning Ordinance supplementing the tree save areas as shown on the special exception plat.

14. **Broadlands Boulevard south landscaping** - The Applicant shall install supplemental landscaping, including evergreen trees or shrubs, equivalent to a Type IV buffer, within the area of common open space owned and maintained by the Broadlands Homeowners Association located on the south side of Broadlands Boulevard (a) between Stonewheel Way and Route 659, and (b) behind those parcels identified as Lots 50, 51, 52, 53 and 54 on the special exception plat. The type and location of such plantings shall be identified on the initial site plan approval for the proposed hospital and shall be consistent with the quantity and quality of landscaping shown on the special exception plat for such purposes. The Applicant shall not be responsible for maintenance of this supplemental landscaping. Notwithstanding the foregoing, the Applicant's requirement to provide such supplemental landscaping is contingent upon (i) approval by the association and the grant of all necessary easements required for installation within sixty (60) days following the Applicant's written request to the association and (ii) confirmation by the Applicant that no existing utility or other easements would preclude such landscaping.

15. **Open space / reforestation** - The Applicant shall retain as open space the southwest area of the site between Route 659/Broadlands Boulevard intersection and the internal circumferential roadway as shown on the special exception plat; provided, however, that this condition shall not limit the Applicant's right to clear, grade or otherwise disturb this area as part of construction of the proposed hospital use. The Applicant also shall develop plans for and, following the completion of land disturbing activities, install new, native deciduous trees and other landscaping to reforest the open space. Details concerning the reforestation plans, including the types and densities of plantings to be used, shall be submitted to the County Urban Forester or other designated County official for approval as part of the initial site plan for the hospital use. Use or development of the open space area for purposes other than landscaped open space shall require an amendment to this Special Exception approval.

16. **Landscape hedgerow** - The Applicant has agreed to install a low-height hedgerow of landscaping between the playground located within the Stream Valley Park east of the property and Broadlands Boulevard on property owned by the Broadlands Homeowners Association. The landscaped hedgerow shall be designed to provide not less than 10 shrubs per 100 linear feet unless otherwise mutually agreed to in writing between the Applicant and the association. The purpose is to provide a safety barrier between the playground and the adjacent street. The landscaping shall be bonded with the first site plan for the Property

and installed prior to issuance of the first occupancy permit or its equivalent for the property. Notwithstanding the foregoing, the Applicant's requirement to provide such landscaping is contingent upon (i) approval by the association of the landscaping and the grant of all necessary easements required for installation within sixty (60) days following the Applicant's written request to the association and (ii) confirmation by the Applicant that no existing utility or other easements would preclude such landscaping.

17.

Tree conservation - The Applicant shall establish Tree Conservation Areas in the locations shown on the special exception plat. The Applicant shall retain a professional forester or certified arborist to assist in the delineation and implementation of the Tree Conservation Areas. Details concerning the establishment of the Tree Conservation Areas and supplemental landscaping to be provided therein shall be submitted as part of the initial site plan submitted for the hospital use and approved by the County's Urban Forester or other designated County official.

Clearing within the Tree Conservation Areas shall be permitted only for the construction of utilities and storm drainage facilities, and any such clearing shall be limited to the minimum areas required for said construction. A minimum of 80 percent of the tree canopy within the Tree Conservation Areas shall be preserved; provided that the Applicant shall not be required to save stands of Virginia Pine that the Applicant's forester/arborist, in conjunction with the County's Urban Forester or other designated County official, determines to be of an age or condition making their long-term survival unlikely or that pose a safety hazard. To the extent the Applicant is able to preserve native, healthy, sustainable canopy (as certified by a professional forester or certified arborist outside the Tree Conservation Area), such preserved areas shall count toward the minimum 80 percent commitment.

Notwithstanding the foregoing, the Applicant shall be permitted to remove dead, dying or diseased trees within the Tree Conservation Areas as recommended by the Applicant's forester/arborist and approved by the County's Urban Forester in order to protect or enhance the viability of the tree canopy within such areas. Such forest management techniques may include, without limitation, pruning and removing vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or hazardous to life or property.

If, during construction on the Property, it is determined by the Applicant's forester/arborist and/or the County's Urban Forester that any healthy tree located within the boundaries of a Tree Conservation Area has been damaged during construction and will not survive, then, prior to final bond release for the hospital use, the Applicant shall remove such damaged tree(s) and replace it with two (2) 2 ½ - 3 inch caliper native, non-invasive deciduous trees for each tree removed. The species and placement of replacement trees shall approximate that of the

removed damaged tree(s), unless otherwise agreed upon by the Applicant and the County's Urban Forester.

The Applicant shall install supplemental landscaping within the Tree Conservation Areas to enhance the screening provided by the Tree Conservation Areas and improve the sustainability of the existing trees within such areas that are to remain. The Applicant's forester/arborist shall provide recommendations concerning the type, density and locations of the supplemental landscaping, and the details of such recommendations shall be submitted as part of the Applicant's site plan for the hospital use and reviewed and approved by the County's Urban Forester or other designated County official.

18. **Soil stockpiling** - Soil waste from construction of the site shall not be stockpiled in any areas designated on the special exception plat as Tree Save Areas.

19. **Wildlife habitat certification** - The Applicant shall obtain certification from the National Wildlife Federation for designation of the Tree Conservation Areas (discussed below) as a Backyard Wildlife Habitat. Within one year of issuance of the initial occupancy permit for the hospital use, the Applicant shall have filed appropriate applications for such certifications.

20. **Energy efficient design.** The Applicant shall either (a) obtain seek LEED certification for the hospital building under the U.S. Green Building Council's ("USGBC") Health Care Facilities ("LEED HC") program, which presently is a pilot program and focuses on energy efficient designs unique to health care and medical facilities, or (b) implement conditions 21-23 below, but not both. The Applicant's obligation to seek LEED HC certification is conditioned upon (i) the LEED HC program the draft LEED HC certification checklist available from the USGBC, as of the approval date of this special exception application being formally approved or offered for certification adopted in substantially the same form by the USGBC prior to July 1, 2009, and (ii) the Applicant's written confirmation to the Department of Building and Development that such certification may be obtained without exceeding construction cost limitations on the hospital imposed by the State Health Commissioner. In the event the Applicant elects to seek LEED HC certification under this condition, then, as part of the initial building permit application for the hospital, the Applicant shall submit a LEED HC scorecard demonstrating the features and facilities associated with the hospital's design that contribute toward certification under the LEED HC program. 2009. The Applicant shall obtain certification from the USGBC no later than two (2) years following issuance of the first occupancy permit for the hospital. A letter or other documentation from the USGBC stating that the hospital has obtained LEED HC certification shall be sufficient to demonstrate compliance with this condition.

21. ~~**Water efficiency** Except as set forth in Condition #20 above, the Applicant shall design and equip all (a) public sinks and toilets and (b) patient bathroom~~

sinks, showers and toilets in the hospital with sensors or equipment designed to control/reduce water flow. This requirement shall not apply to water fixtures or equipment located in clinical treatment areas (such as patient rooms, emergency department, surgical rooms, etc.) where temperature control or other patient safety requirements preclude their use. Details concerning the types of fixtures/equipment used shall be provided concurrent with building permit applications for the hospital.

~~22. **Energy management consultant** Except as set forth in Condition #20 above, as part of its design of the hospital building, the Applicant shall retain the services of an energy management consultant or similar professional to assist the Applicant with identifying methods by which the Applicant may utilize energy-efficient design or resources within the hospital's infrastructure or operations. Concurrent with the Applicant's submission of the initial building permit application for the hospital, the Applicant shall submit to the Department of Building and Development a list of energy management measures the Applicant intends to incorporate or has incorporated into the hospital's designs or operational plans.~~

~~23. **Energy efficiency.** Except as set forth in Condition #20 above, as part of its design of the hospital building, the Applicant shall incorporate a revolving entry door, entry vestibule or similar feature at the main entrance of the hospital in order to reduce the loss of heating and cooling and promote energy efficiency. Where clinically appropriate, the Applicant also shall utilize motion sensors to activate internal lights within the hospital building. Details concerning the entry feature and interior light switches to be used in the hospital building shall be provided concurrent with building permit applications for the hospital.~~

~~21. **Hours of construction** – Exterior or outdoor construction activity involving the operation of heavy machinery or heavy equipment or blasting shall be limited to 7:00 a.m. to 6:00 p.m. Monday through Saturday/Friday. All other construction activity shall be limited to 7:00 a.m. to 8:00 p.m. Monday through Saturday. No construction activity shall occur on federal holidays or the day after Thanksgiving and the day after Christmas.~~

~~22. **Highway noise** - As part of the initial site plan approval for the proposed hospital use, the Applicant shall engage an acoustical engineer to prepare a noise study, to be submitted to the Department of Building and Development, analyzing the noise impacts of the adjacent Dulles Greenway and Route 659 on the interior of the hospital and to demonstrate compliance with the Revised General Plan's highway noise policies. Such study shall be completed and submitted prior to approval of the initial site plan for the hospital use. In the event such noise study reveals that highway noise impacts on the interior of the planned hospital exceed the levels recommended in the Revised General Plan, then the Applicant shall utilize building materials or other architectural treatments~~

as part of the hospital's building design to mitigate such impacts to acceptable levels.

NOTE: Pursuant to proffers applicable to the property, the applicant agrees to provide a one-time contribution of \$0.10 per square foot to the Volunteer Fire and Rescue Companies serving the property. The contribution shall be divided equally for fire and rescue services. The \$0.10 per square foot contribution will escalate annually based on the Consumer Price Index (base year of 1988) in accordance with Board policy and contributions shall be made before issuance of zoning permits for phased development of the project.

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**PROFFER STATEMENT
BROADLANDS SECTIONS 100/102
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0001**

April 2, 2008
Revised August 6, 2008
Revised September 4, 2008
Revised October 7, 2008
Revised October 24, 2008
Revised November 5, 2008
Revised November 21, 2008

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Loudoun County Zoning Ordinance. Women's Hospital Indianapolis, L.P., a Delaware limited partnership, is the owner (the "Owner") of Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), a portion of which, as shown on Exhibit B attached hereto, is subject to this Zoning Concept Plan Amendment 2008-0001 (the "Property"). The Owner, by Women's Hospital Indianapolis GP, Inc., a Delaware corporation and its General Partner, and Northern Virginia Community Hospital, L.L.C., a Virginia limited liability company and the applicant (the "Applicant") for ZCPA 2008-0001, on behalf of themselves and their successors in interest (the Owner and the Applicant hereinafter jointly referred to as the "Developer") hereby voluntarily proffer that the Property shall be developed in substantial conformance with the proffers set forth below. Exhibits referenced are attached hereto and hereby incorporated by reference.

All proffers made herein are contingent upon the approval of ZCPA 2008-0001. These proffers, if accepted, amend only those proffers referenced below and only for those portions of Broadlands subject to this ZCPA 2008-0001; the remainder of the previously approved Proffer Statement, Broadlands and Broadlands South, ZCPA 1994-0005 and ZMAP 1995-0003, dated July 20, 1995, and the approved First Amendment to Proffer Statement, Broadlands and Broadlands South, ZCPA 1997-0004, dated January 4, 1999, and the Letter of Clarification, Broadlands and Broadlands South, dated January 14, 1999, shall remain in full force and effect, except to the extent modified herein.

BROADLANDS

I. LAND USE CONCEPT PLAN

1. The Property shall be developed in substantial conformance with these proffers, the Zoning Ordinance Modifications ("Modifications") attached hereto as Exhibit A, and the Zoning Concept Plan Amendment plat ZCPA 2008-0001 prepared by Urban Ltd., dated March 2008, revised through November 5, 2008, attached hereto as Exhibit B. The previously-approved Zoning Modification (Exhibit D to ZCPA 1997-0004) requiring a 50-foot buffer yard (Figure 1) adjacent to single family or agricultural-residential districts shall not apply to that portion of the Property that abuts the former Fallen Willow Farm property that comprises the

balance of the acreage comprising Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), as the former Fallen Willow Farm property subsequently has been rezoned from residential uses to PD-OP, negating the need for a buffer along its boundary.

A. Proposed Uses. Permitted uses for the Property shall include all permitted PD-OP uses and, upon separate approved application, all special exception PD-OP uses.

B. Integration with Fallen Willow Farm. The Property subject to this ZCPA 2008-0001 is part of a concurrent special exception application, SPEX 2008-0028, filed by the Developer to permit the establishment of a hospital and associated medical care facilities (outpatient only) on a single lot of approximately 57.7343 acres of land ("Medical Campus") that includes the Property and portions of the adjacent Fallen Willow Farm property, which also is subject to a companion Zoning Concept Plan Amendment, ZCPA 2008-0002. The Medical Campus proposed in SPEX 2008-0028 includes special exception uses that are to be developed in conjunction with by right uses under a unified plan of development, subject to the Modifications listed in Exhibit A attached hereto. Accordingly, the Developer hereby agrees as follows:

i. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Property shall be developed in substantial conformance with SPEX 2008-0028 (as the same may be amended from time to time); provided, however, that the Developer shall be permitted to establish additional permitted PD-OP uses and structures on the Property, in addition to those uses and structures identified on SPEX 2008-0028, without a requirement to amend this ZCPA 2008-0001 or SPEX 2008-0028. Further, the Developer shall combine the maximum permitted Gross Floor Area for the Property subject to this ZCPA 2008-0001 with the maximum permitted Gross Floor Area on the property subject to ZCPA 2008-0002, provided the total floor area ratio ("FAR") for the Medical Campus shall not exceed 0.40 FAR.

ii. In the event (i) companion applications ZCPA 2008-0002 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Property shall be designed and developed in accordance with applicable zoning ordinance regulations and standards, subject to the attached Modifications and these proffers.

C. Private Streets. Access to and from the Property shall be along Broadlands Boulevard and via private streets within the Broadlands commercial land bays of Sections 100 and 102. Internal private streets established on the Property shall be designed according to Facilities Standards Manual requirements and may be connected with other internal private streets serving Broadlands Sections 100/102 and the land area subject to ZMAP 1999-0009 and ZCPA 2008-0002 to provide primary and secondary access to Broadlands Boulevard from the Property. Access to Broadlands Boulevard from the Property via such internal private streets shall be constructed or bonded for construction prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first.

D. Parking. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Developer shall provide parking for the Medical Campus as follows:

i. In satisfaction of the parking requirements for the hospital and first medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 1," the Developer shall include on the site plan for such buildings and construct the structured parking facility labeled "Parking Deck (2 levels)" on the south side of the hospital Main Entrance, all as shown on the special exception plat approved with SPEX 2008-0028.

ii. In satisfaction of the parking requirements for the medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 2," the Developer shall include on the site plan for such building and construct the structured parking facility labeled "Proposed Parking Structure Phase 2" to be located on the east side of the property, all as shown on the special exception plat approved with SPEX 2008-0028. The Proposed Parking Structure Phase 2 shall be constructed prior to issuance of the first occupancy permit for the Medical Office/Outpatient Medical Care Facility Bldg. Phase 2.

E. Community Uses. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then, concurrent with the initial site plan approval for the proposed hospital use, the Developer shall execute an easement agreement or equivalent restriction benefiting the Broadlands Homeowner Association and providing that no structures or buildings that may be considered "gross floor area" (as defined in the Revised 1993 Zoning Ordinance) shall be constructed on the approximately 3.8676 acre portion of the Property, identified as MCP1: 154-19-9491-000 on the special exception plat approved as part of SPEX 2008-0028 and located north of Broadlands Boulevard and east of the existing private roadway. As part of the easement agreement described in this Proffer I.E., the Broadlands Homeowners Association shall be provided the option to establish on such parcel, subject to the Developer's review and approval, reasonable community-oriented uses (such as a park or similar active or passive recreation facilities) and/or to install supplemental landscaping; provided, however, that such easement agreement also shall provide that (a) the Developer shall retain the right to use the gross floor area available to the 3.8676 acre portion of the Property as part of the proposed Medical Campus to be constructed on the balance of the Property, and (b) the Developer may require, as a condition to establishing any community-oriented uses on the parcel, that the Broadlands Homeowners Association insure or indemnify the Developer and/or the owner of the Property for the use of the parcel by Broadlands residents. The Developer shall, prior to the approval of the first site plan for the Property, contribute to the Broadlands Homeowners Association (or, at the request of the Broadlands Homeowner Association, provide services equivalent to) \$30,000.00 toward such community use or landscaping. The amount of the contribution to the Broadlands Homeowners Association shall escalate annually from the base year of 2008 and change effective each January 1st thereafter, based on the Consumer Price Index (CPI).

F. Emergency Access Road. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, the Developer shall construct, if approved by the Virginia Department of Transportation ("VDOT"), a private vehicular connection from the Property onto Virginia State Route 659/Belmont Ridge Road ("Route 659") generally in the location shown on the Concept Development Plan ("Emergency Access Road"). The exact location and dimension of the Emergency Access Road shall be in substantial conformance with SPEX 2008-0028, and its use shall be restricted to emergency vehicles only and only for the primary purpose of ingress and/or egress to and from the emergency department and related facilities of any hospital or similar emergency care facility, whether inpatient or outpatient, constructed as part of the Medical Campus. As part of site plan approval for the Emergency Access Road, the Developer shall grant and convey to the County, at no cost to the County, ingress/egress easements to permit emergency vehicles to access the Property for the purposes set forth herein. In the event the Developer elects not to develop the Medical Campus pursuant to SPEX 2008-0028, then the Emergency Access Road shall not be established. Once the Medical Campus and the Emergency Access Road have been established pursuant to SPEX 2008-0028 and this proffer, should the Developer (or its successors) later fail to maintain an emergency department or related facilities on the Property for a period exceeding two (2) continuous years, then use of the Emergency Access Road shall be discontinued and shall only be re-established upon appropriate amendment to this proffer.

G. Affordable Housing Trust Fund. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute \$100,000 to the County's affordable housing trust fund to be used for purposes consistent with the mission of the fund.

H. Security Fund. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute ~~\$5,000~~10,000 to the Broadlands Homeowners Association to be used by the association to retain the services of a private security firm to supplement the services of the Loudoun County Sheriffs Department in Broadlands and Broadlands South. On or before each January 1 thereafter for an additional nine (9) successive years (for a total ten (10) contributions), the Developer shall contribute \$5,000 to the association for such purpose, after which the Developer shall be relieved of the obligation to make such payments.

I. Health Education Classes. In an effort to improve the health and welfare of residents of Broadlands and Broadlands South, the Developer shall conduct at least ~~two~~four (24) medical/health education classes each calendar year in the Broadlands community as part of the Developer's community outreach efforts. The classes shall be free to residents of Broadlands and Broadlands South and shall be held on the Property or at another location within the Broadlands community. The first class shall occur no later than one (1) year following the opening of the Medical Campus pursuant to SPEX 2008-0028. For the first two (2) years that the Developer conducts such classes, the Developer shall deliver copies of the invitation for each

class to the Dulles District Supervisor to evidence compliance with this proffer. Thereafter, such invitations shall be made available to the County or the Supervisor's office upon request.

J. Route 50 Healthcare Facility. In an effort to expand healthcare services for residents in the southern portion of the County, the Developer shall use commercially reasonable efforts to establish and open a freestanding emergency department or other healthcare facility on or near the Route 50 corridor (the "Route 50 Facility") no later than twelve (12) months following the date of the issuance of the first occupancy permit for the hospital building to be constructed as part of the Medical Campus pursuant to SPEX 2008-0028. In the event an occupancy permit for the Route 50 Facility has not been issued within the timeframe set forth in this Proffer, then the Applicant shall be required to pay to the County the sum of \$250,000.00 to be used for regional transportation improvements along Route 659 between the Dulles Greenway and Route 50. If applicable, such payment shall be made within sixty (60) days of the date on which it becomes due under the terms of this Proffer. Once an occupancy permit for the Route 50 Facility has been issued or, alternatively, the required payment made, the Developer shall have no further obligations under this Proffer.

V. TRANSPORTATION

D. Transportation Improvement Fund

49. Construction of Improvements to Route 659.

a. In accordance with Section V.A. herein, in the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Developer shall construct, in accordance with VDOT standards, one-half of a four-lane, divided section of southbound Route 659 south of the Property between Broadlands Boulevard and the location at the northern end of the Brambleton development at which Route 659 is relocated through (and constructed by) the Brambleton community (also known as Northstar Boulevard), including, if warranted and approved by VDOT, a traffic signal with four-sided pedestrian countdown signals at the intersection of Truro Parish Drive and Route 659. A similar proffer under which the Developer is to construct one-half of a four-lane divided section of northbound Route 659 from the beginning point of Route 659 relocated (Northstar Boulevard) to the intersection of Route 659 with Broadlands Boulevard is included in the proffers for ZCPA 2008-0002. The intent of the Developer, subject to approval of this ZCPA 2008-0001 and ZCPA 2008-0002, is to construct a four-lane, divided section of Route 659 between Broadlands Boulevard and the beginning of Route 659 relocated (Northstar Boulevard) south of the Property. The improvements to Route 659 shall be constructed prior to the issuance of the first occupancy permit or its equivalent for the first building constructed on the Property. The Developer estimates the cost of constructing these improvements (northbound and southbound) is approximately \$11 million - \$15 million. The Developer shall be reimbursed from the Route 659 Transportation Improvement Fund for all costs associated with constructing the improvements to Route 659 set forth in this proffer to the extent such funds currently exist in the Route 659 Transportation Improvement Fund or that may be deposited into the fund in the future by the County and/or other developments pursuant to the following zoning applications, as the same may be amended from time to time: ZMAP 2002-0009, Goose Creek Preserve; ZMAP 2002-

0012, Corro Property; ZMAP 2004-0006, Rouse Property; ZMAP 2004-0013, Alexanders Chase; SPEX 2001-0029, Broadlands Clydes Restaurant; ZMAP 1995-0003, ZCPA 1994-0005, ZCPA 1997-0004, Broadlands Sections 100 and 102; ZMAP 1999-0009 Fallen Willow Farm; ZCPA 2008-0001, Broadlands Sections 100 and 102; SPEX 2008-0028, Broadlands Regional Medical Center. Further, the Developer may request reimbursement of the cost to construct the improvements to Route 659 set forth in this proffer from funds proffered and collected, or that may be proffered and collected in the future, by other developments for these improvements. The Developer acknowledges and agrees that the County has no obligation to request additional proffers or contributions for improvements to Route 659 beyond those already proffered and listed above.

b. In the event (i) companion applications ZCPA 2008-0002 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Developer or its successors or assigns shall contribute to the Route 659 Transportation Improvement Fund the amount of \$0.55 for each square foot of permitted space in all office and commercial development at such time as zoning permits are issued for each building of the office or commercial development. Pursuant to Proffer 33 herein, the base year for the dollar figure expressed within this Proffer 49 (b) shall be 1993, with adjustments made each January 1 thereafter based on the CCI.

These proffers shall be binding on the heirs, executors, administrators, assigns, and successors in interest of the Developer. The undersigned hereby warrants that all of the owners of legal interest in the Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions, and that the proffers are entered into voluntarily.

[REMAINDER OF PAGE LEFT BLANK.]

WOMEN'S HOSPITAL INDIANAPOLIS, L.P.,
a Delaware general partnership

By: Women's Hospital Indianapolis GP, Inc.,
its General Partner

By: _____ (SEAL)
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that _____ as _____ of Women's Hospital Indianapolis GP, Inc., a Delaware corporation, the General Partner of Women's Hospital Indianapolis, L.P., a Delaware general partnership, whose name is signed to the foregoing instrument, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2008.

Notary Public

My commission expires: _____

NORTHERN VIRGINIA COMMUNITY
HOSPITAL, L.L.C.
a Virginia limited liability company

By: _____ (SEAL)

Name: _____

Title: _____

STATE OF: _____
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that
_____ as _____ of Northern Virginia
Community Hospital, L.L.C., whose name is signed to the foregoing instrument, appeared before
me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2008.

Notary Public

My commission expires: _____

EXHIBIT A

BROADLANDS SECTIONS 100/102 ZONING CONCEPT PLAN AMENDMENT ZCPA 2008-0001

ZONING ORDINANCE MODIFICATION REQUEST

I. Revised 1993 Zoning Ordinance Modifications

A. Modify Section 4-306(A) Lot Coverage. Section 4-306(A) of the Revised 1993 Zoning Ordinance permits a maximum lot coverage of 0.40. *Accordingly, the Developer requests a modification of Section 4-306(A) to permit the lot coverage for the Property to be measured based on the overall lot coverage of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries separating the PDH (PD-OP) and PD-OP zoning districts, provided the overall lot coverage for the larger, 57.7343-acre parcel does not exceed a ratio of 0.40.*

Justification: Because the Property is now part of a single, subdivided 57.7343-acre lot, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development. Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Fallen Willow Farm. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the land coverage be measured based on the larger parcel's lot lines. Otherwise, it will be difficult to achieve the integrated and concentrated design envisioned by the existing Broadlands and Fallen Willow Farm proffers.

Accordingly, the Developer requests that Section 4-306(A) be modified to permit calculation of lot coverage based on the lot lines of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries, which are effectively obsolete due to the consolidation of parcels. The Developer contends that this modification will permit a more integrated and compatible design of the Property for all concerned and represents an improvement on the existing regulations. Otherwise, the lot coverage calculations, by design and implementation, would result in a more sprawling campus environment.

B. Modify Sections 4-109(E) and 4-306(B) Building Height. Section 4-109(E) states that the maximum height at the boundaries of a PD-H district may not exceed 45 feet. Section 4-

306(B) states that the maximum building height in a PD-OP district is 45 feet, including the requirement for accessory structures to comply with the 45-foot maximum building height. *The Developer proposes to modify Sections 4-109(E) and 4-306(B) to permit measurement of the maximum height from the exterior lot lines of which the Property is a part, rather than the zoning district boundaries separating the PD-H (PD-OP) and PD-OP zoning districts of the Property. Per Section 4-305(B) governing minimum yard widths for buildings taller than 45 feet, the Developer will comply with the appropriate yard requirements.*

Justification: The maximum building height is normally measured from the zoning district boundaries of a property, which are usually the same as the exterior lot lines. The intent of this section is to ensure buildings are set back an appropriate distance so as not to adversely affect the adjacent and neighboring uses. Height limitations, therefore, are most appropriately measured from the exterior lot lines, rather than interior zoning district lines.

The Property subject to ZCPA 2008-0001 has been consolidated with the former Fallen Willow Farm (ZCPA 2008-0002) into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Fallen Willow Farm tract. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel militates that the maximum building height be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

The Developer's proposed modification would permit the hospital and associated buildings, proposed under SPEX 2008-0028, or any other integrated development, to develop up to a maximum height of 100' under the Revised 1993 Zoning Ordinance. Measuring the building height from the peripheral lot lines, rather than the zoning district lines internal to the site, satisfies the public purpose and the intent of the Ordinance to limit building heights in the PDH District adjacent to incompatible uses.

The Developer will comply with the larger yard requirements set forth in the Revised 1993 Zoning Ordinance. Combined with the substantial amount of landscaping and berming, the

increased minimum yard requirements sufficiently mitigate the 100-foot height of the proposed hospital building.

C. Modify Section 4-110(B) Access to Public Streets. Section 4-110(B) states that “[a]ll arterial and collector streets serving a PD-H District, and all streets of any size serving residential (except townhouse and multifamily), commercial, office, institutional and industrial uses within a PD-H district, shall be designed and constructed to VDOT standards for inclusion in the state highway system.” *The Developer proposes to modify Section 4-110(B) to permit secondary access to the Property from Education Court, a private street serving multiple parcels in the commercial land bays 100, 102 and 104 of Broadlands and Fallen Willow Farm (ZCPA 2008-0002.*

Justification: Principal access to the Property will be from Broadlands Boulevard, a four-lane-divided public roadway connecting Route 659 with the Ashburn Farm community east of Broadlands. Thus, access to the subject Property complies with the Zoning Ordinance’s requirements that the street serving the zoning district be designed and constructed to VDOT standards for acceptance into the state system for maintenance.

As part of its unified development with the Fallen Willow Farm area, however, the Developer also proposes to construct a secondary access point to the Property via Education Court, an existing, four-lane-undivided roadway that serves as an internal connector among three separate developments within the Broadlands commercial land bay, including the Loudoun County Public Schools’ Administration Building. Education Court was designed and constructed in general conformance with County’s FSM standards, but remains a private street. By providing this secondary access point, the Developer will ensure that vehicle trips generated by the proposed development are better distributed across the Property and surrounding roads, which has the benefit of reducing potential congestion were all of the vehicle trips concentrated at a single point of access to a public street.

Moreover, because Education Court is owned and maintained by the Broadlands Commercial Owners Association, the Developer, alone, does not control its use and cannot dictate that the road be transferred to the state system for maintenance. Thus, absent the requested modification, no development of the subject Property can be achieved.

D. Modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) Regarding Buffer Along Route 659. Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) require the use of a Type 3 buffer along Route 659 to screen nonresidential development adjacent to residential land bays and arterial roads. *The Developer proposes to modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) to substitute the buffer proffered as part of ZCPA 1997-0004 in lieu of the Type 3 buffer required along Route 659/Belmont Ridge Road. The proffered buffer may be achieved using existing vegetation supplemented with new plantings.*

Justification: As part of the Property’s rezoning to PD-H, the Board of Supervisors approved a zoning modification to substitute a specific landscape buffer in lieu of the 150-foot-wide open space requirement along the perimeter of a PD-H district. A similar proffered buffer was approved by the Board as part of it approval of ZMAP 1999-0009 for the adjacent Fallen Willow

Farm development. The modified buffer approved with ZCPA 1997-0004 applicable to the Property is attached as Exhibit C to these Proffers.

In June 2008, the 1972 Zoning Ordinance, under which the Property was rezoned and the modified buffer was approved, expired. Moreover, in 2007 the Board of Supervisors approved a series of zoning ordinance amendments to the Revised 1993 Zoning Ordinance that, among other things, modified the type of buffer required along the Property's frontage on Route 659 and also modified the planting schedule for such buffer. The new Type 3 buffer requires three canopy trees, three understory trees and 20 shrubs within a maximum 30-foot-wide planting area.

In contrast, the proffered buffer approved with ZCPA 1997-0004 requires three large deciduous trees, two smaller flowering trees, 12 eastern redcedars, and ten large shrubs planted within a 50-foot-wide planting area. By introducing a substantial number of redcedars, the proffered buffer results in a more effective screen of the Property than would the new Type 3 buffer. It also ensures that the screening provided on the Property matches that approved for and used elsewhere in Broadlands, ensuring a consistent "look" throughout the community.

The Developer contends that the use of the proffered buffer exceeds the benefits offered by the Type 3 buffer and improves the screening of the Property's development. By incorporating existing vegetation to create the buffer, the Developer also will reduce the need for clearing along the Property's edges and promote healthy reforestation.

353401 v911/RE

**PROFFER STATEMENT
FALLEN WILLOW FARM
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0002**

April 2, 2008
Revised August 6, 2008
Revised September 4, 2008
Revised October 7, 2008
Revised October 24, 2008
Revised November 5, 2008
Revised November 21, 2008

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500 of the Loudoun County Revised 1993 Zoning Ordinance. Women's Hospital Indianapolis, L.P., a Delaware limited partnership, is the owner (the "Owner") of Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), a portion of which, as shown on Exhibit B attached hereto, is subject to this Zoning Concept Plan Amendment 2008-0002 (the "Property"). The Owner, by Women's Hospital Indianapolis GP, Inc., a Delaware corporation and its General Partner, and Northern Virginia Community Hospital, L.L.C., a Virginia limited liability company and the applicant (the "Applicant") for ZCPA 2008-0002, on behalf of themselves and their successors in interest (the Owner and the Applicant hereinafter jointly referred to as the "Developer") hereby voluntarily proffer that the Property shall be developed in substantial conformance with the proffers set forth below. Exhibits referenced are attached hereto and hereby incorporated by reference.

All proffers made herein are contingent upon the approval of ZCPA 2008-0002. These proffers, if accepted, amend only those proffers referenced below; the remainder of the previously approved Proffer Statement, Broadlands/Fallen Willow Farm, ZMAP 1999-0009, dated July 18, 2000, shall remain in full force and effect.

I. LAND USE CONCEPT PLAN AND SITE DESIGN

1. Concept Development Plan. The Property shall be developed in substantial conformance with these proffers, the Zoning Ordinance Modifications ("Modifications") attached hereto as Exhibit A, and the Zoning Concept Plan Amendment plat ZCPA 2008-0002 prepared by Urban Ltd., dated March 2008, revised through October 22, 2008, attached hereto as Exhibit B.

A. Proposed Uses. Uses permitted on the Property shall include all permitted PD-OP uses and, upon separate approved application, all special exception PD-OP uses.

2. Integration with Broadlands Commercial Office Land Bays. The Property subject to this ZCPA 2008-0002 is part of a concurrent special exception application, SPEX 2008-0028, filed by the Developer to permit the establishment of a hospital and associated medical care facilities (outpatient only) on a single lot of approximately 57.7343 acres of land ("Medical

Campus”) that includes the Property and portions of the adjacent Broadlands commercial land bay, known as Broadlands Sections 100 and 102, which portions also are subject to a companion Zoning Concept Plan Amendment, ZCPA 2008-0001. The Medical Campus proposed in SPEX 2008-0028 includes special exception uses that are to be developed in conjunction with by right uses under a unified plan of development, subject to the Modifications listed in Exhibit A attached hereto. Accordingly, the Developer hereby agrees as follows:

A. In the event (i) this ZCPA 2008-0002 and companion applications ZCPA 2008-0001 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Property shall be developed in substantial conformance with SPEX 2008-0028 (as the same may be amended from time to time); provided, however, that the Developer shall be permitted to establish additional permitted PD-OP uses and structures on the Property, in addition to those uses and structures identified on SPEX 2008-0028, without a requirement to amend this ZCPA 2008-0002 or SPEX 2008-0028. To develop the Medical Campus pursuant to SPEX 2008-0028, the Developer shall combine the maximum permitted Gross Floor Area for the Property subject to this ZCPA 2008-0002 with the maximum permitted Gross Floor Area on the property subject to ZCPA 2008-0001, provided the total floor area ratio of development for the 57.7343-acre lot on which the Medical Campus is located shall not exceed 0.40 FAR.

B. In the event (i) companion applications ZCPA 2008-0001 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Property shall be designed and developed in accordance with applicable PD-OP zoning ordinance standards and as an integral part of the adjacent Broadlands commercial land bays Sections 100 and 102, subject to the attached Modifications and these proffers.

C. In the event (i) this ZCPA 2008-0002 and companion applications ZCPA 2008-0001 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Developer shall provide parking for the Medical Campus as follows:

i. In satisfaction of the parking requirements for the hospital and first medical office building (or medical care facilities, outpatient only) labeled “Medical Office/Outpatient Medical Care Facility Bldg. Phase 1,” the Developer shall include on the site plan for such buildings and construct the structured parking facility labeled “Parking Deck (2 levels)” on the south side of the hospital Main Entrance, all as shown on the special exception plat approved with SPEX 2008-0028.

ii. In satisfaction of the parking requirements for the medical office building (or medical care facilities, outpatient only) labeled “Medical Office/Outpatient Medical Care Facility Bldg. Phase 2,” the Developer shall include on the site plan for such building and construct the structured parking facility labeled “Proposed Parking Structure Phase 2” to be located on the east side of the property, all as shown on the special exception plat approved with SPEX 2008-0028. The Proposed Parking Structure Phase 2 shall be constructed prior to issuance of the first occupancy permit for the Medical Office/Outpatient Medical Care Facility Bldg. Phase 2.

D. Subject to approval of companion applications ZCPA 2008-0001 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute \$100,000 to the County's affordable housing trust fund to be used for purposes consistent with the mission of the fund.

3. Internal Private Streets. Internal private streets established on the Property shall be designed according to Facilities Standards Manual requirements and may be connected with other internal private streets serving the portions of Broadlands Sections 100 and 102 that are subject to ZCPA 2008-0001 to provide primary and secondary access to Broadlands Boulevard from the Property. Access to Broadlands Boulevard from the Property via such internal private streets shall be constructed or bonded for construction prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first.

A. Emergency Access Road. Subject to approval of companion applications ZCPA 2008-0001 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, the Developer shall construct, if approved by the Virginia Department of Transportation ("VDOT"), a private vehicular connection from the Property onto Virginia State Route 659/Belmont Ridge Road ("Route 659") generally in the location shown on the Concept Development Plan ("Emergency Access Road"). The exact location and dimension of the Emergency Access Road shall be in substantial conformance with SPEX 2008-0028, and its use shall be restricted to emergency vehicles only and only for the primary purpose of ingress and/or egress to and from the emergency department and related facilities of any hospital or similar emergency care facility, whether inpatient or outpatient, constructed as part of the Medical Campus. As part of site plan approval for the Emergency Access Road, the Developer shall grant and convey to the County, at no cost to the County, ingress/egress easements to permit emergency vehicles to access the Property for the purposes set forth herein. In the event the Developer elects not to develop the Medical Campus pursuant to SPEX 2008-0028, then the Emergency Access Road shall not be established. Once the Medical Campus and the Emergency Access Road have been established pursuant to SPEX 2008-0028 and this proffer, should the Developer (or its successors) later fail to maintain an emergency department or related facilities on the Property for a period exceeding two (2) continuous years, then use of the Emergency Access Road shall be discontinued and shall only be re-established upon appropriate amendment to this proffer.

9. Accessory Uses. Proffer Hereby Deleted (See Proffer No. 2 above).

III. OWNERS ASSOCIATION

14. Annual Fire and Rescue Contribution. **Proffer Hereby Substituted with the following: Deleted.**

14. ~~Security Fund. Subject to approval of companion applications ZCPA 2008-0001 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute \$5,000 to the~~

~~Broadlands Homeowners Association to be used by the association to retain the services of a private security firm to supplement the services of the Loudoun County Sheriff's Department in Broadlands and Broadlands South. On or before each January 1 thereafter for an additional nine (9) successive years (for a total ten (10) contributions), the Developer shall contribute \$5,000 to the association for such purpose, after the which the Developer shall be relieved of the obligation to make such payments.~~

~~A. Health Education Classes. In an effort to improve the health and welfare of residents of Broadlands and Broadlands South, the Developer shall conduct at least two (2) medical/health education classes each calendar year in the Broadlands community as part of the Developer's community outreach efforts. The classes shall be free to residents of Broadlands and Broadlands South and shall be held on the Property or at another location within the Broadlands community. The first class shall occur no later than one (1) year following the opening of the Medical Campus pursuant to SPEX 2008-0028. For the first two (2) years that the Developer conducts such classes, the Developer shall deliver copies of the invitation for each class to the Dulles District Supervisor to evidence compliance with this proffer. Thereafter, such invitations shall be made available to the County or the Supervisor's office upon request.~~

IV. TRANSPORTATION

16. Route 659 Improvements Funded and Constructed by Developer

(b) Improvements to Route 659 South of Broadlands Boulevard

i. In the event (i) this ZCPA 2008-0002 and companion applications ZCPA 2008-0001 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Developer shall construct, in accordance with VDOT standards, one-half of a four-lane, divided section of northbound Route 659 between the northern end of the Brambleton development at which Route 659 is relocated through (and constructed by) the Brambleton community (also known as Northstar Boulevard) to its intersection with Broadlands Boulevard south of the Property, including, if warranted and approved by VDOT, a traffic signal with four-sided pedestrian countdown signals at the intersection of Truro Parish Drive and Route 659. A similar proffer under which the Developer is to construct one-half of a four-lane divided section of southbound Route 659 between Broadlands Boulevard and Route 659 relocated (Northstar Boulevard) is included in the proffers for ZCPA 2008-0001. The intent of the Developer, subject to approval of this ZCPA 2008-0002 and companion ZCPA 2008-0001, is to construct a four-lane, divided section of Route 659 between Broadlands Boulevard and the beginning of Route 659 relocated (Northstar Boulevard) south of the Property. The improvements to Route 659 shall be constructed prior to the issuance of the first occupancy permit or its equivalent for the first building constructed on the Property. The Developer estimates the cost of constructing these improvements (northbound and southbound) is approximately \$11 million - \$15 million. The Developer shall be reimbursed from the Route 659 Transportation Improvement Fund for all costs associated with constructing the improvements to Route 659 set forth in this proffer to the extent such funds currently exist in the Route 659 Transportation Improvement Fund or that may be deposited into the fund in the future by the County and/or other developments pursuant to the following zoning applications, as the same may be amended from time to time: ZMAP 2002-

0009, Goose Creek Preserve; ZMAP 2002-0012, Corro Property; ZMAP 2004-0006, Rouse Property; ZMAP 2004-0013, Alexanders Chase; SPEX 2001-0029, Broadlands Clydes Restaurant; ZMAP 1995-0003, ZCPA 1994-0005, ZCPA 1997-0004, Broadlands Sections 100 and 102; ZMAP 1999-0009 Fallen Willow Farm; ZCPA 2008-0002, Fallen Willow Farm; SPEX 2008-0028, Broadlands Regional Medical Center. Further, the Developer may request reimbursement of the cost to construct the improvements to Route 659 set forth in this proffer from funds proffered and collected, or that may be proffered and collected in the future, by other developments for these improvements. The Developer acknowledges and agrees that the County has no obligation to request additional proffers or contributions for improvements to Route 659 beyond those already proffered and listed above.

a. The Developer shall attempt to acquire and, if successful, shall dedicate in fee simple to the Board of Supervisors such off-site right-of-way and easements as are necessary to construct the improvements to Route 659 described in this proffer. The Developer shall use its good faith efforts and offer a reasonable fair market value for such rights-of-way and easements. If the Developer is unable to bring about the dedication by others of the necessary rights-of-way and easements, or to acquire by purchase the rights-of-way or easements at fair market value, as determined by an MAI (Member of the Appraisal Institute) appraisal, then the Applicant shall request the Board of Supervisors to condemn the necessary land and/or easements. In the event the Board of Supervisors elects not to exercise its right of eminent domain for such purpose, then the Developer shall be released from its obligation to construct the widening of Route 659 as contemplated herein. In the event the County elects to defer its exercise of eminent domain, then the Developer's proffer requiring such acquisition shall likewise be deferred.

ii. In the event (a) companion applications ZCPA 2008-0001 and SPEX 2008-0028 are not approved, or (b) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Developer or its successors or assigns shall contribute to the Route 659 Transportation Improvement Fund the amount of \$0.55 for each square foot of permitted space in all office and commercial development at such time as zoning permits are issued for each building of the office or commercial development. The base year for the dollar figure expressed within this Proffer (16(b)(ii) shall be 1993, with adjustments made each January 1 thereafter based on the CCI.

V. PUBLIC HEALTH

21. Abandonment of Wells and Septic Tanks. The Developer shall abandon all existing wells and septic tanks in accordance with Health Department requirements prior to the issuance of a grading permit for any land area that includes such an existing well or septic tank. Evidence of such abandonment shall be submitted with the grading permit application. Notwithstanding the foregoing, the Developer shall coordinate with the Engineering Division of the Loudoun County Department of Building and Development to determine whether one (1) or more existing wells on the Property may be suitable for use by the County as part of a network of groundwater monitoring wells. Such determination shall be made prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first. Upon the joint determination that a well is suitable for the County's groundwater monitoring system, the Developer shall, as part of the record subdivision or site plan approval covering the area of the

well's location, convey, at no cost to the County, an appropriate license(s) or easement(s) permitting (a) the reasonable installation by the County of well monitoring equipment and (b) periodic access to such equipment for purposes of testing, maintenance and repair. In the event either the Developer or the County determines that an existing well(s) is not suited for purposes of a Countywide program to monitor groundwater quality, thereafter the Developer shall pursue abandonment of the well(s) in accordance with the above provisions.

These proffers shall be binding on the heirs, executors, administrators, assigns, and successors in interest of the Developer. The undersigned hereby warrants that all of the owners of legal interest in the Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions and that the proffers are entered into voluntarily.

[REMAINDER OF PAGE LEFT BLANK.]

WOMEN'S HOSPITAL INDIANAPOLIS, L.P.,
a Delaware general partnership

By: Women's Hospital Indianapolis GP, Inc.,
its General Partner

By: _____ (SEAL)
Name: _____
Title: _____

STATE OF: _____
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that
_____ as _____ of Women's Hospital
Indianapolis GP, Inc., a Delaware corporation, the General Partner of Women's Hospital
Indianapolis, L.P., a Delaware general partnership, whose name is signed to the foregoing
instrument, appeared before me and personally acknowledged the same in my jurisdiction
aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2008.

Notary Public

My commission expires: _____

NORTHERN VIRGINIA COMMUNITY
HOSPITAL, L.L.C.
a Virginia limited liability company

By: _____ (SEAL)
Name: _____
Title: _____

STATE OF: _____
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that
_____ as _____ of Northern Virginia
Community Hospital, L.L.C., whose name is signed to the foregoing instrument, appeared before
me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ____ day of _____, 2008.

Notary Public

My commission expires: _____

EXHIBIT A

FALLEN WILLOW FARM ZONING CONCEPT PLAN AMENDMENT ZCPA 2008-0002

ZONING ORDINANCE MODIFICATION REQUEST

I. REVISED 1993 ZONING ORDINANCE MODIFICATIONS

A. Modify Section 4-306(A) Lot Coverage. Section 4-306(A) of the Revised 1993 Zoning Ordinance permits a maximum lot coverage of 0.40. *Accordingly, the Developer requests a modification of Section 4-306(A) to permit the lot coverage for the Property to be measured based on the overall lot coverage of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries separating the PDH (PD-OP) and PD-OP zoning districts, provided the overall lot coverage for the larger, 57.7343-acre parcel does not exceed a ratio of 0.40.*

Justification: The Property subject to ZCPA 2008-0002 originally was an outparcel that was rezoned to permit it to develop in coordination with the land that surrounds it. The Property was later consolidated into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, larger, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Sections 100/102 of Broadlands. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the effective lot coverage be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries of the former outparcel. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

Accordingly, the Developer requests that Section 4-306(A) be modified to permit calculation of lot coverage based on the lot lines of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries of the Fallen Willow Farm rezoning, which are

effectively obsolete due to the consolidation of parcels and the proffered requirement to develop the Property as an integral part of Broadlands Sections 100/102.

The Developer contends that this modification will permit a more integrated and compatible design of the Property for all concerned and represents an improvement on the existing regulations. Otherwise, the lot coverage calculations, by design and implementation, would result in a more sprawling campus environment.

B. Modify Section 4-306(B) Building Height. Section 4-306(B) states that the maximum building height in PD-OP zoning is 45 feet, including the requirement for accessory structures to comply with the 45-foot maximum building height. *The Developer proposes to modify Section 4-306(B) to permit measurement of the maximum height from the exterior lot lines of which the Property is a part, rather than the zoning district boundaries separating the PD-H (PD-OP) and PD-OP zoning districts of the Property. Per Section 4-305(B) governing minimum yard widths for buildings taller than 45 feet, the Developer will comply with the appropriate yard requirements.*

Justification: The maximum building height is normally measured from the zoning district boundaries of a property, which are usually the same as the exterior lot lines. The intent of this section is to ensure buildings are set back an appropriate distance so as not to adversely affect the adjacent and neighboring uses. Height limitations, therefore, are most appropriately measured from the exterior lot lines, rather than interior zoning district lines.

The Property subject to ZCPA 2008-0002 originally was an outparcel that was rezoned to permit it to develop in coordination with the land that surrounds it. The Property was later consolidated into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Sections 100/102 of Broadlands. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the maximum building height be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries for the former outparcel. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

The Developer's proposed modification would permit the hospital and associated buildings, proposed under SPEX 2008-0028, or any other integrated development, to develop up to a maximum height of 100' under the Revised 1993 Zoning Ordinance. Measuring the building height from the peripheral lot lines, rather than the zoning district lines internal to the site, satisfies the public purpose and the intent of the Ordinance to limit building heights in the PDH District adjacent to incompatible uses.

The Developer will comply with the larger yard requirements set forth in the Revised 1993 Zoning Ordinance. Combined with the substantial amount of landscaping and berming, the increased minimum yard requirements sufficiently mitigate the 100-foot height of the proposed hospital building.

C. Modify Sections 4-305(B)(2) and 5-1406(E)(2) Regarding Buffer Along Route 659. Sections 4-305(B)(2) and 5-1406(E)(2) require the use of a Type 3 buffer along Route 659 to screen nonresidential development adjacent to residential land bays and arterial roads. *The Developer proposes to modify Sections 4-305(B)(2) and 5-1406(E)(2) to substitute the buffer proffered as part of ZMAP 1999-0009 in lieu of the Type 3 buffer required along Route 659/Belmont Ridge Road. The proffered buffer may be achieved using existing vegetation supplemented with new plantings.*

Justification: As part of the Property's rezoning to PD-OP, the Board of Supervisors approved a zoning modification to substitute a specific landscape buffer in lieu of the Type 2 buffer then-required along the Property's frontage on Route 659. The proffered buffer matched a similar modified buffer approved by the Board as part of it approval of ZCPA 1997-0004 for the adjacent Broadlands PD-H3 development. The modified buffer approved with ZMAP 1999-0009 applicable to the Property is attached as Exhibit C to these Proffers.

In 2007, the Board of Supervisors approved a series of zoning ordinance amendments that, among other things, modified the type of buffer required along the Property's frontage on Route 659 (moving from a Type 2 buffer to a Type 3 buffer) and also modified the planting schedule for such buffer. The new Type 3 buffer requires three canopy trees, three understory trees and 20 shrubs within a maximum 30-foot-wide planting area.

In contrast, the proffered buffer approved with ZMAP 1999-0009 requires three large deciduous trees, two smaller flowering trees, 12 eastern redcedars, and ten large shrubs planted within a 50-foot-wide planting area. By introducing a substantial number of redcedars, the proffered buffer results in a more effective screen of the Property than would the new Type 3 buffer. It also ensures that the screening provided on the Property matches that approved for and used elsewhere in Broadlands, ensuring a consistent "look" throughout the community.

The Developer contends that the use of the proffered buffer exceeds the benefits offered by the Type 3 buffer and improves the screening of the Property's development. By incorporating existing vegetation to create the buffer, the Developer also will reduce the need for clearing along the Property's edges and promote healthy reforestation.